

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., :  
Debtors, : Case No. 05-44481 (RDD)  
: (Jointly Administered)

**LIMITED OBJECTION OF UNITED STEELWORKERS OF AMERICA TO  
DEBTORS' EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. § 363 FOR  
AUTHORITY TO MODIFY BENEFITS UNDER HOURLY AND SALARIED  
PENSION PROGRAMS AND MODIFY APPLICABLE UNION AGREEMENTS  
IN CONNECTION THEREWITH**

The United Steelworkers of America (“USW”) hereby submits this limited objection to Debtors’ Expedited Motion For Order Under 11 U.S.C. § 363 For Authority To Modify Benefits Under Hourly And Salaried Pension Programs and Modify Applicable Union Agreements In Connection Therewith (“Debtors’ Motion”). Debtors’ Motion seeks to change the effective dates of certain provisions of the August 16, 2007 Memorandum of Understanding between Delphi Corporation (“Delphi”), General Motors Corp. (“GM”), and the USW (the “MOU”). The USW engaged in lengthy, complex, and, at times, difficult negotiations to reach the MOU. It did so with full knowledge of the challenges which Delphi faced, and with full knowledge of the imperative to protect its membership.

Debtors’ Motion seeks authority to change effective dates of certain MOU provisions, and to negotiate such changes with Delphi’s unions, including USW. However, Debtors’ Motion itself did not contain a proposed agreement embodying the changes sought. A draft term “Implementation Agreement” embodying the proposed changes was first received by the USW on September 18, shortly after noon. After conference calls on September 18 and 19, 2008, with representatives of Delphi and GM, the USW was provided with a revised proposed Implementation Agreement late in the day on September 19, 2008.

The USW is cognizant of the circumstances giving rise to Debtors’ Motion, the importance of the relief sought in Debtors’ Motion, and the relevant time frame, and thus has and will continue to engage in good faith bargaining to reach an agreement with Debtor on language for an Implementation Agreement. However, because of the short

time which the USW has had to review and evaluate the Implementation Agreement and engage in such negotiations, and because such negotiations have not yet resulted in an agreement, the USW hereby submits this limited objection to Debtors' Motion. The USW commits to continued good faith negotiations to reach a mutually acceptable implementation agreement.

Dated: September 22, 2008  
New York, New York

Respectfully Submitted,

MEYER, SUOZZI, ENGLISH & KLEIN, P.C.

By: \_\_\_\_\_/s/\_\_\_\_\_  
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